

PATENT
ATTORNEY'S DOCKET NO. CELL-16

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

NOVEL ADENOVIRAL VECTORS, PACKAGING CELL LINES, RECOMBINANT ADENOVIRUSES, AND METHODS

the specification of which:

[X] is attached hereto.

[] was filed on _____, and identified as Attorney Docket No. _____.

[] was filed on _____, as Application Serial No. _____.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with title 37, code of Federal Regulations, Section 1.56(a).

I hereby claim foreign priority benefits under title 35, United States Code, Section 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

| Prior Foreign Applications (s) | <u>Priority Claimed</u> |
|--|-------------------------|
| <u>NONE</u> (Country) (Number) (Day/Month/Year Filed) | Yes ___ No ___ |

I hereby claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in

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the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56 (a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

(Application Serial No.) (Filing Date) (Status - patented, pending, abandoned)

I hereby appoint the following attorneys to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:
SaraLynn Mandel, Registration No. 31,853; Lucy J. Billings, Registration No. 36,749;
and Karen I. Krupen, Registration No. 34,647.

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Direct all telephone calls to Karen I. Krupen, (415) 358-9600 extension 131.

Address all correspondence to:

Karen I. Krupen; Cell Genesys, Inc.; 322 Lakeside Drive; Foster City; CA 94404

File No. CELL-16

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, §1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

1-07
Full name of first inventor: Qing Wang
Inventor's signature: Qing Wang
Date: 10-31-94
Residence: 3135 Campus Drive, #226; San Mateo; California 94403 CA
Citizenship: China
Post Office Address: 3135 Campus Drive, #226; San Mateo; California 94403

2-08
Full name of second inventor: Mitchell H. Finer
Inventor's signature: Mitchell H. Finer
Date: 10-31-94
Residence: 54 Madera; San Carlos; California 94070 CA

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Citizenship: U.S.

Post Office Address: 54 Madera; San Carlos; California 94070

Full name of
third inventor: Xiao-Chi Jia

Inventor's signature: Xiao-Chi Jia

Date: 11/11/94

Residence: 2790 Belmont Canyon Road; Belmont; California 94002 *CH*

Citizenship: China

Post Office Address: 2790 Belmont Canyon Road; Belmont; California 94002

Applicant or Patentee: QING WANG, et al. Attorney's Docket No.: CELL-16
Serial or Patent No.: _____
Filed or Issued: _____
For: NOVEL ADENOVIRAL VECTORS, PACKAGING CELL LINES, RECOMBINANT ADENOVIRUSES, AND METHODS

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) and 1.27(c)) - SMALL BUSINESS CONCERN

I hereby declare that I am

the owner of the small business concern below:
 an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN: Cell Genesys, Inc.

ADDRESS OF CONCERN: 322 Lakeside Drive
Foster City, California 94404

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 37 CFR 121.3-18, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees to the Patent and Trademark Office under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the person employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention entitled NOVEL ADENOVIRAL VECTORS, PACKAGING CELL LINES, RECOMBINANT ADENOVIRUSES, AND METHODS by inventor(s) QING WANG; MITCHELL H. FINER; AND XIAO-CHI JIA described in

the specification filed herewith
 application serial no. _____, filed _____
 patent no. _____, issued _____

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below* and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 CFR 1.9(d) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9 (e). *NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

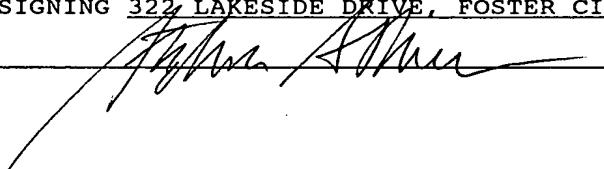
NAME: _____
ADDRESS: Individual Small Business Concern Nonprofit Organization

NAME: _____
ADDRESS: Individual Small Business Concern Nonprofit Organization

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING STEPHEN A. SHERWIN, M.D.
TITLE IN ORGANIZATION CHAIRMAN AND CHIEF EXECUTIVE OFFICER
ADDRESS OF PERSON SIGNING 322 LAKESIDE DRIVE, FOSTER CITY, CA 94404

SIGNATURE  DATE 11/3/94